

ORIGINAL

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWAREPF  
FILED

2001 MAY -2 PM 3:37

In re:

W. R. GRACE & CO., et al.<sup>1</sup>

Debtors.

) Chapter 11

) Case No. 01-01139 (JJF) CT OF DELAWARE  
) (Jointly Administered)

)

STATE OF ILLINOIS )

COUNTY OF COOK ) ss:

CLERK  
US BANKRUPTCY COURT  
OF DELAWARE**SECOND SUPPLEMENTAL AFFIDAVIT OF JAMES H.M. SPRAYREGEN  
UNDER 11 U.S.C. § 327(a) AND FED. R. BANKR. P. 2014**

JAMES H.M. SPRAYREGEN, ESQUIRE, being duly sworn, deposes and says:

1. I am a partner in the firm of Kirkland & Ellis ("K&E"), 200 East Randolph Drive, Chicago, Illinois 60601. I am admitted to practice in the Supreme Court of Illinois, the

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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United States District Court for the Northern District of Illinois, the United States Court of Appeals for the Seventh Circuit, the United States District Court for the Eastern District of Wisconsin, the United States District Court for the Western District of Michigan, the Supreme Court of New York, the Southern District of New York, the Eastern District of New York, the United States District Court for Arizona and the Supreme Court of the United States. I am authorized to make this affidavit on K&E's behalf.

2. On April 2, 2001 (the "Petition Date"), each of the Debtors filed a voluntary petition (collectively, the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code (as amended, the "Bankruptcy Code"). On April 2, 2001, the Court entered an order procedurally consolidating the Chapter 11 Cases for administrative purposes only. Since the Petition Date, the Debtors have continued to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On April 12, 2001, the office of the United States Trustee appointed (i) a committee of unsecured creditors in the Chapter 11 Cases (the "Creditors' Committee"), (ii) a committee of asbestos personal injury claimants (the "Asbestos Personal Injury Committee") and (iii) a committee of asbestos property damage claimants (the "Asbestos Property Damage Committee," collectively with the Creditors' Committee and the Asbestos Personal Injury Committee, the "Committees").

3. On April 2, 2001, K&E filed an application to be retained as attorneys for the Debtors (the "Application") in the Chapter 11 Cases. Notice of the motion was sent out on April 3, 2001, with a deadline date for objections of April 18, 2001. A hearing has been set for May 3, 2001, in this and other matters. The following affidavits in support of the Application have been filed on behalf of K&E:

- a. Affidavit of James H.M. Sprayregen in Support of Application for Order Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014(a) Authorizing the Employment and Retention of Kirkland & Ellis as Attorneys for the Debtors and Debtors in Possession (the “Original Affidavit”).
- b. First Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 (the “First Supplement,” together with the Original Affidavit, the “Affidavits”).

4. This supplement to the Affidavits (the “Second Supplement”) is made pursuant to Fed. R. Bankr. P. 2014(a). Kirkland & Ellis will continue to report, upon identification, its connection to any of the entities listed on the exhibits attached to the Affidavits, members of the Committees and the professionals appointed by the Committees (when appointed) and any other entities where a potential conflict of interest may arise. Exhibit A to the Second Supplement contains a list of (i) the entities and individuals comprising the membership of the Committees and (ii) the named co-defendants in certain litigation naming W. R. Grace & Co. as defendant.

5. K&E’s conflicts search of the individuals and entities listed in Exhibit A to the Second Supplement that K&E was able to locate using its reasonable efforts, the results of which are listed below, reveals, to the best of my knowledge, that K&E remains disinterested within the meaning of 11 U.S.C. § 101(14), as modified by 11 U.S.C. § 1107(b), and neither holds nor represents interests adverse to the Debtors or to the Debtors’ estates:<sup>2</sup>

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<sup>2</sup> The table contained herein lists only entities that were not disclosed with respect to one or more of the exhibits to the Affidavits. For example, J.P. Morgan Chase & Co. (“J.P. Morgan”) is listed as a member of the Unsecured Creditors’ Committee and is thus listed in Exhibit A. J.P. Morgan is not listed in the Second Supplement, however, because K&E’s unrelated representation of J.P. Morgan was previously disclosed in the Original Affidavit.

Name of Entity Searched	Name of Entity that is a K&E Client	Name of Affiliate of Entity that is a K&E Client	Brief Description of Representation
Bankers Trust Company		(1) Deutsche Bank A.G. (2) Deutsche Bank Securities, Inc. (3) Bankers Trust Foreign Investment Corp.	K&E represents Deutsche Bank A.G. and certain of its subsidiaries in ongoing transactional matters that are unrelated to the Debtors.
The Prudential Insurance Company of America		(1) Prudential Plaza Associates (2) Prudential Equity Investors (3) Prudential Vector Healthcare Group	K&E represents Prudential Equity Investors and other affiliates of The Prudential Insurance Company of America in ongoing portfolio investment and other transactional matters that are unrelated to the Debtors. A number of other affiliates of The Prudential Insurance Company of America are dormant clients with no ongoing representation by K&E.

6. K&E will continue to periodically review its files during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, K&E will use reasonable efforts to identify such further developments and will promptly file a supplemental affidavit as Fed. R. Bankr. P. 2014(a) requires.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

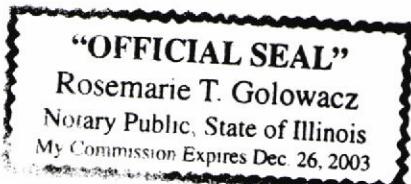
Executed on 04/30, 2001



JAMES H.M. SPRAYREGEN, ESQ.  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, Illinois 60601  
312/861-2000  
312/861-2200 (fax)

Subscribed and sworn to before me  
this 30 day of April, 2001

*Rosemarie T. Golowacz*  
Notary Public  
My Commission expires: December 26, 2003



**EXHIBIT A**

**MEMBERS OF UNSECURED CREDITORS' COMMITTEE**

1. Zhagrus Environmental, Inc.
2. The Bank of New York, as Indenture Trustee
3. Bankers Trust Company, as Indenture Trustee
4. Sealed Air Corporation
5. ABN Amro Bank N.V.
6. First Union National Bank
7. J.P. Morgan Chase & Co.
8. Bank of America, N.A.
9. Wachovia Bank & Trust Co., N.A.

**ASBESTOS PROPERTY DAMAGES COMMITTEE**

1. Marco Barbenti, class representative
2. Pacific Freeholds
3. The Trustees of Princeton University
4. The Prudential Insurance Company of America

**ASBESTOS PERSONAL INJURY COMMITTEE**

1. John Russell
2. Thomas J. Jones
3. John Smutko
4. Jennette Parent, representative of estate of Thomas Parent
5. Steven Jones, representative of estate of Barbara Ellen Hammack
6. Royce N. Ryan
7. Roberta Jeffrey, Esq., representative of estate of Frank Jeffrey
8. Anthony Angiuli
9. Beverly Maulden, representative of John Wesley Maulden
10. Harvey Bair
11. Nathan O. Philips, Jr.

**Additional Parties to Non-Asbestos Litigation**

1. Hays Lemmerz International - Ohio, Inc. (successor-in-interest to Motor Wheel Corporation)
2. Lansing Board of Water & Light
3. Textron, Inc.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
W. R. GRACE & CO., et al.<sup>1</sup> ) Case No. 01-01139 (RJN)  
Debtors. ) Jointly Administered

**AFFIDAVIT OF SERVICE**

STATE OF DELAWARE )  
COUNTY OF NEW CASTLE )SS  
                        )

Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young & Jones P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 2nd day of May, 2001 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

---

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

**1. Second Supplemental Affidavit of James H.M. Sprayregen Under 11**

**U.S.C. §327(a) and Fed. . Bankr. P. 2014.**

Dated: May 2, 2001

Patricia E. Cuniff  
Patricia E. Cuniff

Sworn to and subscribed before  
me this 2nd day of May, 2001

Patricia E. Cuniff  
Notary Public

My Commission Expires: 03-21-02

W. R. Grace 2002 Service List  
Case No. 01-1139 (RJN)  
Doc. No. 21948  
May 2, 2001  
11 – Hand Delivery  
07 – Federal Express  
61 – First Class Mail

(Counsel to Debtors and Debtors in Possession)  
Laura Davis Jones, Esquire  
David Carickhoff, Esquire.  
Pachulski, Stang, Ziehl, Young & Jones  
919 North Market Street, 16th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705

(Counsel to Debtors and Debtors in Possession)  
Hamid R. Rafatjoo, Esquire  
Pachulski, Stang, Ziehl, Young & Jones  
10100 Santa Monica Boulevard  
Los Angeles, CA 90067-4100

***Hand Delivery***

(Copy Service)  
Parcels, Inc.  
Vito I. DiMaio  
10th & King Streets  
Wilmington, DE 19801

***Hand Delivery***

(Local Counsel to DIP Lender)  
Steven M. Yoder, Esquire  
The Bayard Firm  
222 Delaware Avenue, Suite 900  
P.O. Box 25130  
Wilmington, DE 19899

***Hand Delivery***

(Local Counsel to Asbestos Claimants)  
William P. Bowden, Esquire  
Matthew G. Zaleski, III, Esquire  
Ashby & Geddes  
222 Delaware Avenue  
P.O. Box 1150  
Wilmington, DE 19899

***Hand Delivery***

William H. Sudell, Jr., Esquire  
Eric D. Schwartz, Esquire  
Morris, Nichols Arsh & Tunnell  
1201 N. Market Street  
P.O. Box 1347  
Wilmington, DE 19899

***Hand Delivery***

(Counsel for The Chase Manhattan Bank)  
Mark D. Collins, Esquire  
Deborah E. Spivack, Esquire  
Richards, Layton & Finger, P.A.  
One Rodney Square  
P.O. Box 551  
Wilmington, DE 19899

***Hand Delivery***

Jeffrey C. Wisler, Esquire  
Michelle McMahon, Esquire  
Connolly Bove Lodge & Hutz LLP  
1220 Market Street, 10<sup>th</sup> Floor  
Wilmington, DE 19899

***Hand Delivery***

(Counsel for Ingersoll-Rand Fluid Products)  
Francis A. Monaco, Jr., Esquire  
Walsh, Monzack and Monaco, P.A.  
1201 N. Orange Street, Suite 400  
P.O. Box 2031  
Wilmington, DE 19801

***Hand Delivery***

(Counsel for Ingersoll-Rand Fluid Products)  
Frederick B. Rosner, Esquire  
Walsh, Monzack and Monaco, P.A.  
1201 N. Orange Street, Suite 400  
Wilmington, DE 19801

***Hand Delivery***

(Counsel for Property Damage Claimants)  
Michael B. Joseph, Esquire  
Ferry & Joseph, P.A.  
824 Market Street, Suite 904  
P.O. Box 1351  
Wilmington, DE 19899

***Hand Delivery***

Bruce E. Jameson, Esquire  
Prickett, Jones & Elliott  
1310 King Street  
P.O. Box 1328  
Wilmington, DE 19899

***Hand Delivery***

Mark S. Chehi  
Skadden, Arps, Slate, Meagher & Flom LLP  
One Rodney Square  
P.O. Box 636  
Wilmington, DE 19899-0636

***Federal Express***

(Counsel to Debtor)  
James H.M. Sprayregen, Esquire  
James Kapp, III, Esquire  
Kirkland & Ellis  
200 East Randolph Drive  
Chicago, IL 60601

***Federal Express***

(United States Trustee)  
Frank J. Perch, Esquire  
Office of the United States Trustee  
601 Walnut Street, Curtis Center,  
Suite 950 West  
Philadelphia, PA 19106

***Federal Express***

(Canadian counsel for Debtor)  
Derrick Tay, Esquire  
Meighen Demers  
Suite 1100, Box 11, Merrill Lynch Canada  
Tower  
Sun Life Center, 200 Kint Street West  
Toronto, Ontario M5H 3T4  
CANADA

***Federal Express***

(W. R. Grace & Co.)  
David B. Siegel  
W.R. Grace and Co.  
7500 Grace Drive  
Columbia, MD 21044

***Federal Express***

(Official Committee of Personal Injury  
Claimants)  
Elihu Inselbuch, Esquire  
Rita Tobin, Esquire  
Caplin & Drysdale, Chartered  
399 Park Avenue, 36<sup>th</sup> Floor  
New York, NY 10022

***Federal Express***

(Official Committee of Unsecured  
Creditors)  
Lewis Kruger, Esquire  
Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, NY 10038-4982

***Federal Express***

(Official Committee of Property Damage  
Claimants)  
Scott L. Baena, Esquire  
Member  
Bilzin Sumberg Dunn Baena Price &  
Axelrod LLP  
First Union Financial Center  
200 South Biscayne Blvd, Suite 2500  
Miami, FL 33131

***First Class Mail***

(Counsel to Sealed Air Corporation)  
D. J. Baker, Esquire  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036

***First Class Mail***

(Counsel to DIP Lender)  
J. Douglas Bacon, Esquire  
Latham & Watkins  
Sears Tower, Suite 5800  
Chicago, IL 60606

***First Class Mail***

(Counsel to Asbestos Claimants)  
Nancy Worth Davis, Esquire  
Ness, Motley, Loadhold, Richardson &  
Poole  
28 Bridgeside Boulevard  
P.O. Box 1792  
Mount Pleasant, SC 29465

***First Class Mail***

)  
Todd Meyer, Esquire  
Kilpatrick Stockton  
1100 Peachtree Street  
Atlanta, GA 30309

***First Class Mail***

Securities & Exchange Commission  
15th & Pennsylvania Ave. N.W.  
Washington, DC 20020

***First Class Mail***

District Director  
IRS  
409 Silverside Road  
Wilmington, DE 19809

***First Class Mail***

Securities & Exchange Commission  
Atlanta Regional Office  
Branch/Reorganization  
3475 Lenox Road, NE, Suite 100  
Atlanta, GA 30326-1232

***First Class Mail***

Secretary of Treasurer  
P.O. Box 7040  
Dover, DE 19903

***First Class Mail***

Secretary of State  
Division of Corporations  
Franchise Tax  
P.O. Box 7040  
Dover, DE 19903

***First Class Mail***

James D. Freeman, Esquire  
U.S. Department of Justice  
Environmental Enforcement Section  
999 18<sup>th</sup> Street  
Suite 945-North Tower  
Denver, CO 80202

***First Class Mail***

Jon L. Heberling, Esquire  
McGarvey, Heberling, Sullivan &  
McGarvey PC  
745 South Main Street  
Kalispel, MT 59901

***First Class Mail***

Patrick L. Hughes, Esquire  
Haynes & Boone LLP  
1000 Louisiana Street, Suite 4300  
Houston, TX 77002-5012

***First Class Mail***

David S. Heller, Esquire  
Latham & Watkins  
Sears Tower, Suite 5800  
Chicago, IL 60606

***First Class Mail***

Charles E. Boulbol, Esquire  
26 Broadway, 17<sup>th</sup> Floor  
New York, NY 10004

***First Class Mail***

Ira S. Greene, Esquire  
Squadron, Ellenoff, Plesent & Sheinfeld,  
LLP  
551 Fifth Avenue  
New York, NY 10176

***First Class Mail***

James A. Sylvester, Esquire  
Intercat, Inc.  
104 Union Avenue  
Manasquan, NJ 08736

***First Class Mail***

Steven J. Johnson, Esquire  
Gibson, Dunn & Crutcher LLP  
1530 Page Mill Road  
Palo Alto, CA 94304-1125

***First Class Mail***

Charlotte Klenke, Esquire  
Schneider National, Inc.  
P.O. Box 2545  
3101 S. Packerland  
Green Bay, WI 54306

***First Class Mail***

David S. Rosenbloom, Esquire  
Jeffrey E. Stone, Esquire  
Lewis S. Rosenbloom, Esquire  
McDermott, Will & Emery  
227 West Monroe Street  
Chicago, IL 60606-5096

***First Class Mail***

Brad Rogers, Esquire  
Office of the General Counsel  
Pension Benefit Guaranty Corp  
1200 K. Street, N. W.  
Washington, D.C. 20005-4026

***First Class Mail***

Pamela Zilly  
Richard Shinder  
David Blechman  
Michael Alexander  
The Blackstone Group  
345 Park Avenue  
New York, NY 10154

***First Class Mail***

Josiah Rotenberg  
Lazard Freres & Co. LLC  
30 Rockefeller Plaza, 60<sup>th</sup>  
New York, NY 10020

***First Class Mail***

(Counsel for The Chase Manhattan)  
Stephen H. Case, Esquire  
Nancy L. Lazar, Esquire  
David D. Tawil, Esquire  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017

***First Class Mail***

Jan M. Hayden  
William H. Patrick  
Heller, Draper, Hayden, Patrick & Horn,  
L.L.C.  
650 Poydras Street, Suite 2500  
New Orleans, LA 70130-6103

***First Class Mail***

Joseph F. Rice  
Ness, Motley, Loadholt, Richardson &  
Poole  
28 Bridgeside Blvd.  
P.O. Box 1792  
Mt. Pleasant, SC 29465

***First Class Mail***

Nancy Worth Davis  
Ness, Motley, Loadholt, Richardson &  
Poole  
28 Bridgeside Blvd.  
P.O. Box 1792  
Mt. Pleasant, SC 29465

***First Class Mail***

(Counsel for Asbestos Claimants)  
Steven T. Baron, Esquire  
Member  
Silber Pearlman, LLP  
2711 North Haskell Avenue, 5<sup>th</sup> Floor, LLP  
Dallas, TX 75204

***First Class Mail***

Bankruptcy Administration  
IOS Capital, Inc.  
1738 Bass Road  
P.O. Box 13708  
Macon, GA 31208-3708

***First Class Mail***

(Attorneys for PPG Industries, Inc.)  
W.J. Winterstein, Jr., Esquire  
John J. Winter, Esquire  
William M. Aukamp, Esquire  
Eleven Penn Center, 29<sup>th</sup> Floor  
1835 Market Street  
Philadelphia, PA 19103

***First Class Mail***

R. Scott Williams  
PMG Capital Corp.  
Four Falls Corporate Center  
West Conshohocken, PA 19428-2961

***First Class Mail***

Alan R. Brayton, Esquire  
Brayton & Purcell  
222 Rush Landing Road  
Novato, CA 94945

***First Class Mail***

Jonathan W. Young  
Wildman, Harrold, Allen & Dixon  
225 West Wacker Drive, Suite 3000  
Chicago, IL 60606-1229

***First Class Mail***

Russell W. Budd  
Alan B. Rich  
Baron & Budd, P.C.  
3102 Oak Lawn Avenue, Suite 1100  
Dallas, TX 75219

***First Class Mail***

Shelby A. Jordan, Esquire  
Nathaniel Peter Holzer, Esquire  
Jordan, Hyden, Womble & Culbreth, P.C.  
500 N. Shoreline Blvd., Suite 900  
Corpus Christi, TX 78471

***First Class Mail***

Courtney M. Labson, Esquire  
The Mills Corporation  
Legal Department  
1300 Wilson Boulevard, Suite 400  
Arlington, VA 22209

***First Class Mail***

T. Kellan Grant  
Wildman, Harrold, Allen & Dixon  
225 West Wacker Drive, Suite 3000  
Chicago, IL 60606-1229

***First Class Mail***

Cindy Schultz  
Ingersoll-Rand Fluid Products  
One Aro Center  
P.O. Box 151  
Bryan, OH 43506

***First Class Mail***

Alan Kolod, Esquire  
Moses & Singer LLP  
1301 Avenue of the Americas  
40<sup>th</sup> Floor  
New York, NY 10019-6076

***First Class Mail***

Mr. Thomas Moskie  
Bankers Trust Company  
Four Albany Street  
Fourth Floor  
New York, NY 10006

***First Class Mail***

John P. Dillman, Esquire  
Linebarger Heard Goggan Blair  
Graham Peña & Sampson, LLP  
P.O. Box 3064  
Houston, TX 77253-3064

***First Class Mail***

Charles E. Gibson, III  
Attorney at Law  
620 North Street, Suite 100  
Jackson, MS 39202

***First Class Mail***

Paul M. Baisier, Esquire  
SEYFARTH SHAW  
1545 Peachtree Street  
Suite 700  
Atlanta, Georgia 30309

***First Class Mail***

Kevin D. McDonald  
Wilshire Scott & Dyer, P.C.  
One Houston Center  
1221 McKinney, Suite 4550  
Houston, Texas 77010

***First Class Mail***

Christopher Beard, Esquire  
Beard & Beard  
306 N. Market Street  
Frederick, MD 21701

***First Class Mail***

Bernice Conn, Esquire  
Robins, Kaplan, Miller & Ciresi LLP  
2049 Century Park East, Suite 3700  
Los Angeles, CA 90067

***First Class Mail***

Steven R. Schlesinger, Esquire  
Jaspan Schlesinger Hoffman LLP  
300 Garden City Plaza  
Garden City, NY 11530

***First Class Mail***

Steven J. Kherkher, Esquire  
Laurence G. Tien, Esquire  
Williams Bailey Law Firm, L.L.P.  
8441 Gulf Freeway, Suite #600  
Houston, Texas 77017

***First Class Mail***

Kimberly W. Osenbaugh  
Preston Gates & Ellis LLP  
701-5<sup>th</sup> Avenue  
Suite 5000  
Seattle, WA 98104-7078

***First Class Mail***

Lewis T. LeClair, Esquire  
McKool Smith  
300 Crescent Court, Suite 1500  
Dallas, Texas 75201

***First Class Mail***

Delta Chemical Corporation  
2601 Cannery Avenue  
Baltimore, MD 21226-1595

***First Class Mail***

Steven T. Hoort, Esquire  
Ropes & Gray  
One International Place  
Boston, Massachusetts 02110-2624

***First Class Mail***

Peter Van N. Lockwood, Esquire  
Julie W. Davis, Esquire  
Trevor W. Swett, III, Esquire  
Nathan D. Finch, Esquire  
Caplin & Drysdale, Chartered  
One Thomas Circle, N.W.  
Washington, DC 20005

***First Class Mail***

Peter A. Chapman  
24 Perdicaris Place  
Trenton, NJ 08618

***First Class Mail***

Joseph T. Kremer, Esq.  
Lipsitz, Green, Fahringer, Roll  
Salisbury & Cambria, LLP  
42 Delaware Avenue, Suite 300  
Buffalo, NY 14202

***First Class Mail***

Paul M. Matheny  
The Law Offices of Peter G. Angelos, P.C.  
5905 Harford Rd.  
Baltimore, MD 21214

***First Class Mail***

Michael J. Urbis  
Jordan, Hyden, Womble & Culbreth, P.C.  
2390 Central Blvd, Suite G  
Brownsville, TX 78520

***First Class Mail***

Mary A. Coventry  
Sealed Air Corporation  
Park 80 East  
Saddle Brook, New Jersey 07663

***First Class Mail***

Margery N. Reed, Esquire  
Duane, Morris & Heckscher LLP  
4200 One Liberty Place  
Philadelphia, PA 19103-7396

***First Class Mail***

Attn: Meridee Moore and Kirsten Lynch  
Farallon Capital Management, L.L.C.  
One Maritime Plaza  
Suite 1325  
San Francisco, California 94111

***First Class Mail***

John M. Klamann  
Klamann & Hubbard  
7101 College Blvd., Suite 120  
Overland Park, KS 66210